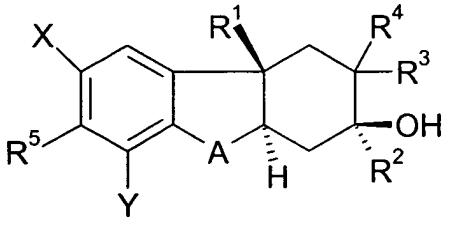
**AMENDMENTS TO THE CLAIMS**

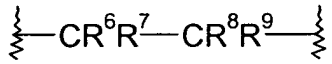
This listing of claims will replace all prior versions and listings of claims in the application.

1. (Original) A compound of the formula

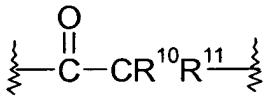


I

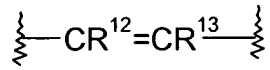
wherein A is of the formula



,



, or



;

X and Y are each independently hydrogen, fluoro, chloro, bromo, or ($C_1$-$C_6$)alkyl;

$R^1$ is ($C_2$-$C_6$)alkyl, ($C_3$-$C_6$)alkenyl, or optionally substituted benzyl; wherein said benzyl may be optionally substituted with one to three substituents independently selected from HO-, ($C_1$-$C_6$)alkyl-O-, halo and amino;

$R^2$ is ($C_1$-$C_6$)alkyl, ($C_2$-$C_6$)alkenyl, ($C_3$-$C_6$)alkynyl, ($C_3$-$C_{10}$)cycloalkyl, ($C_6$-$C_{10}$)aryl, ($C_1$-$C_9$)heterocyclyl, ($C_1$-$C_9$)heteroaryl, ($C_6$-$C_{10}$)aryl($C_1$-$C_4$)alkyl, ($C_1$-$C_9$)heterocyclyl-($C_1$-$C_4$)alkyl, ($C_1$-$C_9$)heteroaryl-($C_1$-$C_4$)alkyl, or ($C_3$-$C_{10}$)cycloalkyl-($C_1$-$C_4$)alkyl; wherein each of the aforesaid groups may optionally be substituted with one to three substituents independently selected from halo, ($C_1$-$C_6$)alkyl, ($C_1$-$C_6$)alkoxy, or -$CF_3$;

$R^3$ is hydrogen, ($C_1$-$C_6$)alkyl, ($C_2$-$C_6$)alkenyl, ($C_2$-$C_6$)alkynyl, ($C_3$-$C_{10}$)cycloalkyl, ($C_1$-$C_9$)heterocyclyl, ($C_1$-$C_9$)heteroaryl, or ($C_6$-$C_{10}$)aryl; wherein each of the aforesaid groups may be optionally substituted with one to three substituents independently selected from HO-, ($C_1$-$C_6$)alkyl-O-, halo and amino;

$R^4$ is HO- or $R^{14}R^{15}N$-;

$R^5$ is a radical selected from the group consisting of hydrogen, halo, $(C_1\text{-}C_6)$alkyl, $(C_2\text{-}C_6)$alkenyl, $(C_3\text{-}C_6)$alkynyl, $(C_3\text{-}C_{10})$cycloalkyl, $(C_6\text{-}C_{10})$aryl-, $(C_1\text{-}C_9)$heteroaryl-, $(C_1\text{-}C_9)$heterocyclic-, -OH, $(C_1\text{-}C_6)$alkyl-O-, $(C_3\text{-}C_{10})$cycloalkyl-O-, $(C_6\text{-}C_{10})$aryl-O-, $(C_1\text{-}C_9)$heteroaryl-O-, $(C_1\text{-}C_9)$heterocyclic-O-, $(C_3\text{-}C_{10})$cycloalkyl-$(C_1\text{-}C_6)$alkyl-O-, $(C_6\text{-}C_{10})$aryl-$(C_1\text{-}C_6)$alkyl-O-, $(C_1\text{-}C_9)$heteroaryl-$(C_1\text{-}C_6)$alkyl-O-, $(C_1\text{-}C_9)$heterocyclic-$(C_1\text{-}C_6)$alkyl-O-, $R^{16}R^{17}N$-(C=O)-, $R^{16}$-(C=O)-($R^{25}$-N)-, $R^{16}R^{17}$-N-$SO_2$-, $R^{18}$-$SO_2$-, $R^{18}$-$SO_2$-($NR^{19}$)-, $R^{18}$-$SO_3$-, -C≡N, $R^{18}$-(C=O)-O-, $R^{18}$-(C=O)-, $R^{16}R^{17}N$-(C=O)-O-, $R^{16}R^{17}N$-(C=O)-($R^{25}$-N)-, $R^{19}$-O-(C=O)-($R^{25}$-N)-, and $R^{19}$-O-(C=O)-; wherein each of said $(C_1\text{-}C_6)$alkyl, $(C_3\text{-}C_{10})$cycloalkyl, $(C_6\text{-}C_{10})$aryl, $(C_1\text{-}C_9)$heteroaryl, $(C_1\text{-}C_9)$heterocyclic moieties of said $(C_1\text{-}C_6)$alkyl, $(C_6\text{-}C_{10})$aryl-, $(C_1\text{-}C_9)$heteroaryl-, $(C_1\text{-}C_9)$heterocyclic-, $(C_1\text{-}C_6)$alkyl-O-, $(C_3\text{-}C_{10})$cycloalkyl-O-, $(C_6\text{-}C_{10})$aryl-O-, $(C_1\text{-}C_9)$heteroaryl-O-, $(C_1\text{-}C_9)$heterocyclic-O-, $(C_3\text{-}C_{10})$cycloalkyl-$(C_1\text{-}C_6)$alkyl-O-, $(C_6\text{-}C_{10})$aryl-$(C_1\text{-}C_6)$alkyl-O-, $(C_1\text{-}C_9)$heteroaryl-$(C_1\text{-}C_6)$alkyl-O- and $(C_1\text{-}C_9)$heterocyclic-$(C_1\text{-}C_6)$alkyl-O- radicals, may optionally be substituted with one to three substituents independently selected from the group consisting of $(C_1\text{-}C_6)$alkyl, $(C_2\text{-}C_6)$alkenyl, $(C_2\text{-}C_6)$alkynyl, $(C_3\text{-}C_{10})$cycloalkyl, $(C_6\text{-}C_{10})$aryl, $(C_1\text{-}C_9)$heteroaryl$(CH_2)_n$-, $(C_1\text{-}C_9)$heterocyclic, halo, HO-, HO-(C=O)-, $R^{20}$-O-(C=O)-, $R^{21}$-(C=O)-, $R^{22}$-$CO_2$-, N≡C-, $R^{23}R^{24}N$-, $R^{23}R^{24}N$-$(C_1\text{-}C_6)$alkyl-, $R^{23}R^{24}N$-(C=O)-, $R^{23}R^{24}$-N-$SO_2$-, $R^{21}$-$SO_2$-, $R^{21}$-$SO_2$-($NR^{21}$)-, $R^{21}$-$SO_3$-, $R^{21}$(C=O)-NH-, $R^{21}$(C=O)-[N-$(C_1\text{-}C_6)$alkyl]-; $R^{21}$(C=O)-NH-$(C_1\text{-}C_6)$alkyl-; and $R^{21}$(C=O)-[N-$(C_1\text{-}C_6)$alkyl]-$(C_1\text{-}C_6)$alkyl-; wherein said $(C_3\text{-}C_{10})$cycloalkyl, $(C_6\text{-}C_{10})$aryl, $(C_1\text{-}C_9)$heteroaryl$(CH_2)_n$-, $(C_1\text{-}C_9)$heterocyclic substituents may optionally be substituted on a ring carbon or nitrogen by one to three members per ring independently selected from halo, $(C_1\text{-}C_6)$alkyl, and $(C_1\text{-}C_6)$alkoxy;

n is an integer from zero to four;

each of $R^6$, $R^7$, $R^8$ and $R^9$ is independently selected from the group consisting of hydrogen, $(C_1\text{-}C_6)$alkyl, fluoro and -OH;

each of $R^{10}$ and $R^{11}$ is independently selected from the group consisting of hydrogen and $(C_1\text{-}C_6)$alkyl;

each of $R^{12}$ and $R^{13}$ is independently selected from the group consisting of hydrogen, fluoro and $(C_1\text{-}C_6)$alkyl;

each of $R^{14}$ and $R^{15}$ is independently selected from hydrogen or $(C_1\text{-}C_4)$alkyl;

each of $R^{16}$ and $R^{17}$ is independently selected from hydrogen, $(C_1\text{-}C_6)$alkyl, $(C_6\text{-}C_{10})$aryl, $(C_1\text{-}C_9)$heteroaryl, $(C_1\text{-}C_9)$heterocyclic, $(C_1\text{-}C_9)$heteroaryl$(C_1\text{-}C_6)$alkyl, $(C_6\text{-}C_{10})$aryl$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_9)$heterocyclic$(C_1\text{-}C_6)$alkyl, HO-$(C_1\text{-}C_6)$alkyl, amino-$(C_1\text{-}C_6)$alkyl-, $(C_1\text{-}C_6)$alkylamino-$(C_1\text{-}C_6)$alkyl-, and $[(C_1\text{-}C_6)\text{alkyl}]_2$amino-$(C_1\text{-}C_6)$alkyl-; wherein said each of said $(C_6\text{-}C_{10})$aryl, $(C_1\text{-}C_9)$heteroaryl, and $(C_1\text{-}C_9)$heterocyclic moieties of said $(C_6\text{-}C_{10})$aryl-, $(C_1\text{-}C_9)$heteroaryl-, $(C_1\text{-}C_9)$heterocyclic-, $(C_6\text{-}C_{10})$aryl-$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_9)$heteroaryl-$(C_1\text{-}C_6)$alkyl and $(C_1\text{-}C_9)$heterocyclic-$(C_1\text{-}C_6)$alkyl, may optionally be substituted with one to three substituents independently selected from the group consisting of halo, $(C_1\text{-}C_6)$alkyl or $(C_1\text{-}C_6)$alkoxy, or $R^{16}$ and $R^{17}$ are taken together to form an azetidinyl, pyrrolidinyl, piperidinyl, piperazinyl, $(C_1\text{-}C_6)$alkyl-piperazinyl, or morpholinyl ring;

$R^{18}$ is hydrogen, $(C_1\text{-}C_6)$alkyl, $(C_6\text{-}C_{10})$aryl or $(C_1\text{-}C_9)$heteroaryl; wherein said $(C_1\text{-}C_6)$alkyl may optionally be substituted with a substituent selected from the group consisting of HO-, amino, $(C_1\text{-}C_6)$alkylamino, $[(C_1\text{-}C_6)\text{alkyl}]_2$amino, $(C_6\text{-}C_{10})$aryl, $(C_1\text{-}C_9)$heteroaryl, $(C_1\text{-}C_9)$heterocyclic, $(C_1\text{-}C_6)$alkoxy, HO-(C=O)-, $(C_1\text{-}C_6)$alkyl-O-(C=O)-, $(C_1\text{-}C_6)$alkyl-(C=O)-, N≡C-, $[(C_1\text{-}C_6)\text{alkyl}]_2$N-(C=O)- and $(C_1\text{-}C_6)$alkyl(C=O)-NH-;

$R^{19}$ is hydrogen or $(C_1\text{-}C_6)$alkyl;

$R^{20}$ is hydrogen or $(C_1\text{-}C_6)$alkyl;

$R^{21}$ is hydrogen or $(C_1\text{-}C_6)$alkyl;

$R^{22}$ is hydrogen or $(C_1\text{-}C_6)$alkyl;

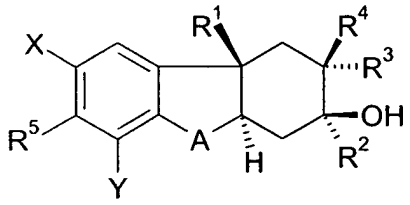
each of $R^{23}$ and $R^{24}$ is independently selected from hydrogen, $(C_1\text{-}C_6)$alkyl, $(C_6\text{-}C_{10})$aryl, $(C_1\text{-}C_9)$heteroaryl, $(C_1\text{-}C_9)$heterocyclic, $(C_1\text{-}C_9)$heteroaryl$(C_1\text{-}C_6)$alkyl, $(C_6\text{-}C_{10})$aryl$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_9)$heterocyclic$(C_1\text{-}C_6)$alkyl, HO-$(C_1\text{-}C_6)$alkyl, N≡C-$(C_1\text{-}C_6)$alkyl, amino-$(C_1\text{-}C_6)$alkyl-, $(C_1\text{-}C_6)$alkylamino-$(C_1\text{-}C_6)$alkyl-, and $[(C_1\text{-}C_6)\text{alkyl}]_2$amino-$(C_1\text{-}C_6)$alkyl-; wherein said each of said $(C_6\text{-}C_{10})$aryl, $(C_1\text{-}C_9)$heteroaryl, and $(C_1\text{-}C_9)$heterocyclic moieties of said $(C_6\text{-}C_{10})$aryl-, $(C_1\text{-}C_9)$heteroaryl-, $(C_1\text{-}C_9)$heterocyclic-, $(C_6\text{-}C_{10})$aryl-$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_9)$heteroaryl-$(C_1\text{-}C_6)$alkyl and $(C_1\text{-}C_9)$heterocyclic-$(C_1\text{-}C_6)$alkyl, may optionally be substituted with one to three substituents independently selected from the group consisting of halo, $(C_1\text{-}C_6)$alkyl or $(C_1\text{-}C_6)$alkoxy, or $R^{23}$ and $R^{24}$ are taken together to

form an azetidinyl, pyrrolidinyl, piperidinyl, piperazinyl, ($C_1$-$C_6$)alkyl-piperazinyl, or morpholinyl ring;

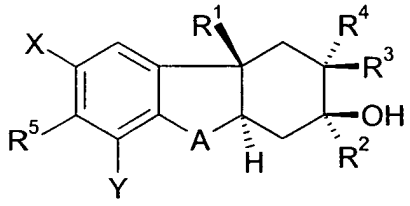
$R^{25}$ is hydrogen or ($C_1$-$C_6$)alkyl;

or a pharmaceutically acceptable salt thereof.

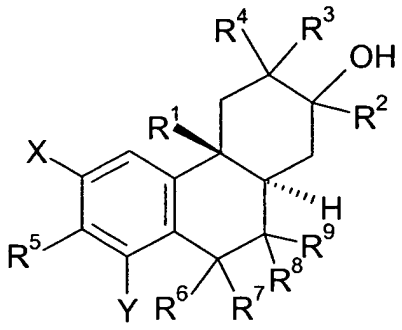
2. (Currently Amended) A compound according to claim 1, wherein said compound has the formula




3. (Currently Amended) A compound according to claim 1, wherein said compound has the formula

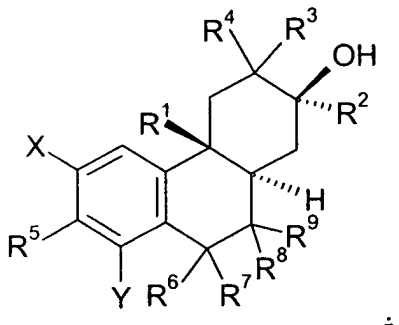



4. (Original) A compound according to claim 1, wherein said compound has the formula

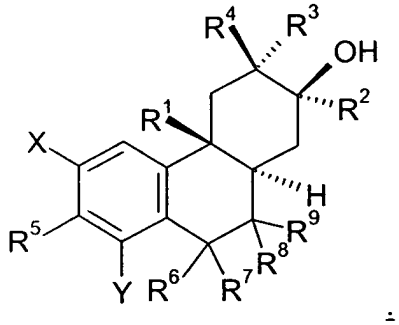



1a

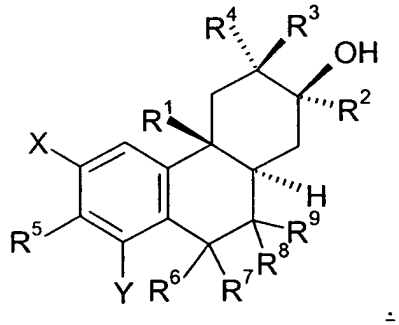
5. (Currently Amended) A compound according to claim 1, wherein said compound has the formula



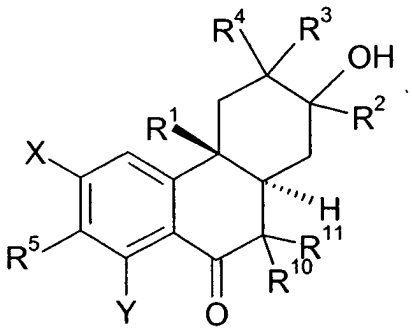
6. (Currently Amended) A compound according to claim 1, wherein said compound has the formula



7. (Currently Amended) A compound according to claim 1, wherein said compound has the formula

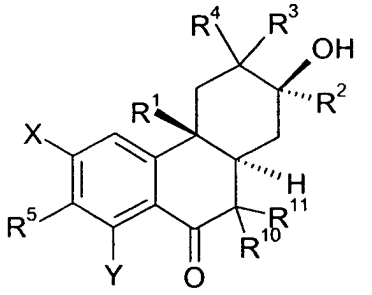


8. (Withdrawn) A compound according to claim 1, wherein said compound has the formula

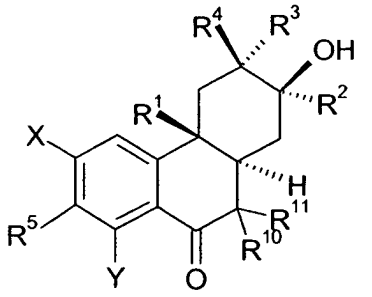


1b

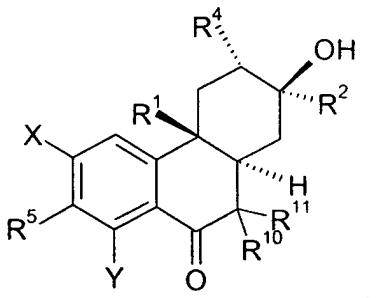
9. (Withdrawn-Currently Amended) A compound according to claim 1, wherein said compound has the formula



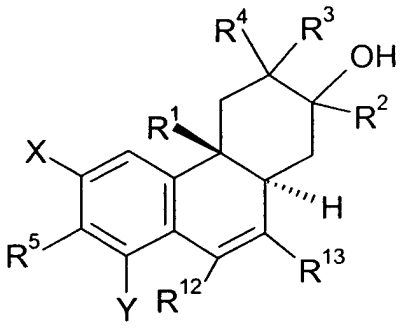
10. (Withdrawn-Currently Amended) A compound according to claim 1, wherein said compound has the formula



11. (Withdrawn-Currently Amended) A compound according to claim 1, wherein said compound has the formula

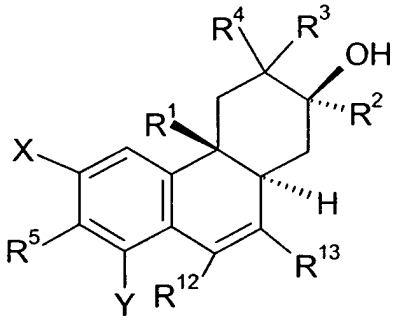


12. (Original) A compound according to claim 1, wherein said compound has the formula

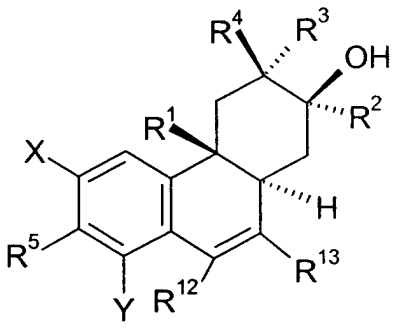


1c

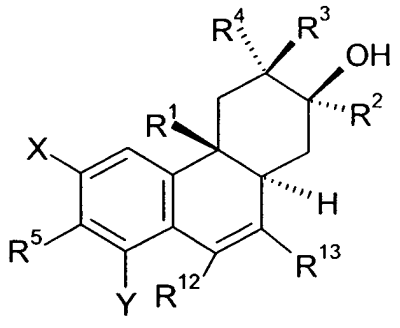
13. (Withdrawn-Currently Amended) A compound according to claim 1, wherein said compound has the formula



14. (Withdrawn-Currently Amended) A compound according to claim 1, wherein said compound has the formula




15. (Withdrawn-Currently Amended) A compound according to claim 1, wherein said compound has the formula




16. (Currently Amended) A compound according to claim 1 ~~any of the foregoing claims~~, wherein $R^1$ is ethyl or allyl.

17. (Currently Amended) A compound according to claim 1 ~~any of the foregoing claims~~, wherein $R^2$ is optionally substituted ($C_6$-$C_{10}$)aryl.

18. (Withdrawn-Currently Amended) A compound according to claim 1 ~~claims 1-16~~, wherein $R^2$ is optionally substituted ($C_1$-$C_9$)heteroaryl.

19. (Withdrawn-Currently Amended) A compound according to claim 1 ~~claims 1-16~~, wherein $R^2$ is optionally substituted ($C_3$-$C_5$)heteroaryl.

20. (Withdrawn-Currently Amended) A compound according to claim 1 ~~claims 1-16~~, wherein $R^2$ is optionally substituted ($C_1$-$C_9$)heterocyclyl.

21. (Currently Amended) A compound according to claim 1 ~~claims 1-16~~, wherein $R^2$ is optionally substituted phenyl.

22. (Currently Amended) A compound according to claim 1 ~~claims 1-16~~, wherein $R^2$ is phenyl.

23. (Withdrawn-Currently Amended) A compound according to claim 1 ~~claims 1-16~~, wherein $R^2$ is optionally substituted thiazolyl.

24. (Withdrawn-Currently Amended) A compound according to claim 1 ~~claims 1-16~~, wherein $R^2$ is optionally substituted pyridyl.

25. (Withdrawn-Currently Amended) A compound according to claim 1 ~~claims 1-16~~, wherein $R^2$ is optionally substituted oxazolyl.

26. (Withdrawn-Currently Amended) A compound according to claim 1 ~~claims 1-16~~, wherein $R^2$ is optionally substituted pyridin-2-yl.

27. (Withdrawn-Currently Amended) A compound according to claim 1 ~~claims 1-16~~, wherein $R^2$ is optionally substituted thiazol-2-yl.

28. (Withdrawn-Currently Amended) A compound according to claim 1 ~~claims 1-16~~, wherein $R^2$ is optionally substituted oxazol-2-yl.

29. (Withdrawn-Currently Amended) A compound according to claim 1 ~~claims 1-16~~, wherein $R^2$ is pyridin-2-yl; optionally substituted with a substituent selected from halo, $CF_3$, and $(C_1\text{-}C_6)$alkyl.

30. (Withdrawn-Currently Amended) A compound according to claim 1 ~~claims 1-16~~, wherein $R^2$ is thiazol-2-yl; optionally substituted with a substituent selected from halo, $CF_3$, or $(C_1-C_6)$alkyl.

31. (Withdrawn-Currently Amended) A compound according to claim 1 ~~claims 1-16~~, wherein $R^2$ is oxazol-2-yl; optionally substituted with a substituent selected from halo, $CF_3$, or $(C_1-C_6)$alkyl.

32. (Withdrawn-Currently Amended) A compound according to claim 1 ~~claims 1-16~~, wherein $R^2$ is pyridin-2-yl.

33. (Withdrawn-Currently Amended) A compound according to claim 1 ~~claims 1-16~~, wherein $R^2$ is thiazol-2-yl.

34. (Withdrawn-Currently Amended) A compound according to claim 1 ~~claims 1-16~~, wherein $R^2$ is oxazol-2-yl.

35. (Currently Amended) A compound according to claim 1 ~~claims 1-16~~, wherein $R^2$ is $(C_3-C_6)$alkynyl.

36. (Currently Amended) A compound according to claim 1 ~~claims 1-16~~, wherein $R^2$ is $(C_2-C_6)$alkenyl.

37. (Currently Amended) A compound according to claim 1 ~~any of the foregoing claims~~, wherein $R^3$ is hydrogen.

38. (Currently Amended) A compound according to claim 1 ~~claims 1-36~~, wherein $R^3$ is $(C_1-C_6)$alkyl optionally substituted with a substituent selected from halo or hydroxy.

39. (Currently Amended) A compound according to claim 1 ~~claims 1-36~~, wherein $R^3$ is methyl, ethyl or propyl.

40. (Currently Amended) A compound according to claim 1 ~~claims 1-36~~, wherein $R^3$ is methyl.

41. (Withdrawn-Currently Amended) A compound according to claim 1 ~~claims 1-36~~, wherein $R^3$ is optionally substituted $(C_1\text{-}C_9)$heteroaryl.

42. (Withdrawn-Currently Amended) A compound according to claim 1 ~~claims 1-36~~, wherein $R^3$ is optionally substituted $(C_1\text{-}C_9)$heterocyclyl.

43. (Currently Amended) A compound according to claim 1 ~~claims 1-36~~, wherein $R^3$ is optionally substituted $(C_6\text{-}C_{10})$aryl.

44. (Currently Amended) A compound according to claims 1, 4, 5, 6, and 7 ~~any of the foregoing claims~~, wherein $R^4$ is HO-.

45. (Currently Amended) A compound according to claim 1 ~~claims 1-36~~, wherein $R^4$ is $R^{14}R^{15}N$-.

46. (Withdrawn-Currently Amended) A compound according to claim 1 ~~any of the foregoing claims~~, wherein $R^5$ is -OH.

47. (Currently Amended) A compound according to claim 1 ~~claims 1-45~~, wherein $R^5$ is $(C_1\text{-}C_6)$alkyl-O-, $(C_3\text{-}C_{10})$cycloalkyl-O-, $(C_6\text{-}C_{10})$aryl-O-, $(C_1\text{-}C_9)$heteroaryl-O-, or $(C_1\text{-}C_9)$heterocyclic-O-, wherein each of said $(C_1\text{-}C_6)$alkyl, $(C_3\text{-}C_{10})$cycloalkyl, $(C_6\text{-}C_{10})$aryl, $(C_1\text{-}C_9)$heteroaryl, $(C_1\text{-}C_9)$heterocyclic moieties of said $(C_1\text{-}C_6)$alkyl-O-, $(C_3\text{-}C_{10})$cycloalkyl-O-, $(C_6\text{-}C_{10})$aryl-O-, $(C_1\text{-}C_9)$heteroaryl-O-, $(C_1\text{-}C_9)$heterocyclic-O- radicals may optionally be substituted with one to three substituents independently selected from $(C_1\text{-}C_6)$alkyl, $(C_2\text{-}C_6)$alkenyl, $(C_2\text{-}C_6)$alkynyl, $(C_3\text{-}C_{10})$cycloalkyl, $(C_6\text{-}C_{10})$aryl, $(C_1\text{-}C_9)$heteroaryl, $(C_1\text{-}C_9)$heterocyclic, halo, HO-, HO-(C=O)-, $R^{21}$-(C=O)-, $R^{22}$-$CO_2$-, N≡C-, $R^{23}R^{24}N$-, $R^{23}R^{24}N$-(C=O)-, $R^{21}$(C=O)-NH-, $R^{21}$(C=O)-[N-$(C_1\text{-}C_6)$alkyl]-.

48. (Withdrawn-Currently Amended) A compound according to claim 1 ~~claims 1-45~~, wherein $R^5$ is optionally substituted $(C_6\text{-}C_{10})$aryl-, $(C_1\text{-}C_9)$heteroaryl-, $(C_1\text{-}C_9)$heterocyclic-, $(C_6\text{-}C_{10})$aryl-$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_9)$heteroaryl-$(C_1\text{-}C_6)$alkyl or $(C_1\text{-}C_9)$heterocyclic-$(C_1\text{-}C_6)$alkyl; optionally substituted with one to three substituents independently selected from $(C_1\text{-}C_6)$alkyl, $(C_2\text{-}C_6)$alkenyl, $(C_2\text{-}C_6)$alkynyl, $(C_3\text{-}C_{10})$cycloalkyl, $(C_6\text{-}C_{10})$aryl, $(C_1\text{-}C_9)$heteroaryl, $(C_1\text{-}C_9)$heterocyclic, halo, HO-, HO-(C=O)-, $R^{21}$-(C=O)-, $R^{22}$-$CO_2$-, N≡C-, $R^{23}R^{24}N$-, $R^{23}R^{24}N$-(C=O)-, $R^{21}$(C=O)-NH-, $R^{21}$(C=O)-[N-$(C_1\text{-}C_6)$alkyl]-.

49. (Currently Amended) A compound according to claim 1 ~~claims 1-45~~, wherein $R^5$ is $(C_6\text{-}C_{10})$aryl-$(C_1\text{-}C_6)$alkyl-O-, $(C_1\text{-}C_9)$heteroaryl-$(C_1\text{-}C_6)$alkyl-O-, $(C_1\text{-}C_9)$heterocyclic-$(C_1\text{-}C_6)$alkyl-O-, wherein each of said $(C_6\text{-}C_{10})$aryl, $(C_1\text{-}C_9)$heteroaryl, $(C_1\text{-}C_9)$heterocyclic moieties of said $(C_6\text{-}C_{10})$aryl-$(C_1\text{-}C_6)$alkyl-O-, $(C_1\text{-}C_9)$heteroaryl-$(C_1\text{-}C_6)$alkyl-O-, and $(C_1\text{-}C_9)$heterocyclic-$(C_1\text{-}C_6)$alkyl-O-, may optionally be substituted with one to three substituents independently selected from the group consisting of $(C_1\text{-}C_6)$alkyl, $(C_2\text{-}C_6)$alkenyl, $(C_2\text{-}C_6)$alkynyl, $(C_3\text{-}C_{10})$cycloalkyl, $(C_6\text{-}C_{10})$aryl, $(C_1\text{-}C_9)$heteroaryl$(CH_2)_n$-, $(C_1\text{-}C_9)$heterocyclic, halo, HO-, HO-(C=O)-, $R^{20}$-O-(C=O)-, $R^{21}$-(C=O)-, $R^{22}$-$CO_2$-, N≡C-, $R^{23}R^{24}N$-, $R^{23}R^{24}N$-$(C_1\text{-}C_6)$alkyl-, $R^{23}R^{24}N$-(C=O)-, $R^{21}$(C=O)-NH-, $R^{21}$(C=O)-[N-$(C_1\text{-}C_6)$alkyl]-; $R^{21}$(C=O)-NH-$(C_1\text{-}C_6)$alkyl-; and $R^{21}$(C=O)-[N-$(C_1\text{-}C_6)$alkyl]-$(C_1\text{-}C_6)$alkyl-; wherein said $(C_3\text{-}C_{10})$cycloalkyl, $(C_6\text{-}C_{10})$aryl, $(C_1\text{-}C_9)$heteroaryl$(CH_2)_n$-, $(C_1\text{-}C_9)$heterocyclic substituents may optionally be substituted on a ring carbon or nitrogen by one to three members per ring independently selected from halo, $(C_1\text{-}C_6)$alkyl, and $(C_1\text{-}C_6)$alkoxy.

50. (Currently Amended) A compound according to claim 1 ~~claims 1-45~~, wherein $R^5$ is $(C_6\text{-}C_{10})$aryl-$(C_1\text{-}C_6)$alkyl-O-, $(C_1\text{-}C_9)$heteroaryl-$(C_1\text{-}C_6)$alkyl-O-, $(C_1\text{-}C_9)$heterocyclic-$(C_1\text{-}C_6)$alkyl-O-, wherein each of said $(C_6\text{-}C_{10})$aryl, $(C_1\text{-}C_9)$heteroaryl, $(C_1\text{-}C_9)$heterocyclic moieties of said $(C_6\text{-}C_{10})$aryl-$(C_1\text{-}C_6)$alkyl-O-, $(C_1\text{-}C_9)$heteroaryl-$(C_1\text{-}C_6)$alkyl-O-, and $(C_1\text{-}C_9)$heterocyclic-$(C_1\text{-}C_6)$alkyl-O-, may optionally be substituted with a substituent selected from the group consisting of

$(C_1\text{-}C_6)$alkyl, $(C_2\text{-}C_6)$alkenyl, $(C_2\text{-}C_6)$alkynyl, $(C_3\text{-}C_{10})$cycloalkyl, $(C_6\text{-}C_{10})$aryl, $(C_1\text{-}C_9)$heteroaryl$(CH_2)_n$-, $(C_1\text{-}C_9)$heterocyclic, halo, HO-, HO-(C=O)-, $R^{20}$-O-(C=O)-, $R^{21}$-(C=O)-, $R^{22}$-$CO_2$-, N≡C-, $R^{23}R^{24}$N-, $R^{23}R^{24}$N-$(C_1\text{-}C_6)$alkyl-, $R^{23}R^{24}$N-(C=O)-, $R^{21}$(C=O)-NH-, $R^{21}$(C=O)-[N-$(C_1\text{-}C_6)$alkyl]-; $R^{21}$(C=O)-NH-$(C_1\text{-}C_6)$alkyl-; and $R^{21}$(C=O)-[N-$(C_1\text{-}C_6)$alkyl]-$(C_1\text{-}C_6)$alkyl-; wherein said $(C_3\text{-}C_{10})$cycloalkyl, $(C_6\text{-}C_{10})$aryl, $(C_1\text{-}C_9)$heteroaryl$(CH_2)_n$-, $(C_1\text{-}C_9)$heterocyclic substituents may optionally be substituted on a ring carbon or nitrogen by one to three members per ring independently selected from halo, $(C_1\text{-}C_6)$alkyl, and $(C_1\text{-}C_6)$alkoxy.

51. (Currently Amended) A compound according to claim 1 ~~claims 1-45~~, wherein $R^5$ is $(C_1\text{-}C_9)$heteroaryl-$(C_1\text{-}C_6)$alkyl-O- optionally substituted with one to two substituents independently selected from the group consisting of $(C_1\text{-}C_6)$alkyl, $(C_2\text{-}C_6)$alkenyl, $(C_2\text{-}C_6)$alkynyl, $(C_3\text{-}C_{10})$cycloalkyl, $(C_6\text{-}C_{10})$aryl, $(C_1\text{-}C_9)$heteroaryl$(CH_2)_n$-, $(C_1\text{-}C_9)$heterocyclic, halo, HO-, HO-(C=O)-, $R^{20}$-O-(C=O)-, $R^{21}$-(C=O)-, $R^{22}$-$CO_2$-, N≡C-, $R^{23}R^{24}$N-, $R^{23}R^{24}$N-$(C_1\text{-}C_6)$alkyl-, $R^{23}R^{24}$N-(C=O)-, $R^{21}$(C=O)-NH-, $R^{21}$(C=O)-[N-$(C_1\text{-}C_6)$alkyl]-; $R^{21}$(C=O)-NH-$(C_1\text{-}C_6)$alkyl-; and $R^{21}$(C=O)-[N-$(C_1\text{-}C_6)$alkyl]-$(C_1\text{-}C_6)$alkyl-; wherein said $(C_3\text{-}C_{10})$cycloalkyl, $(C_6\text{-}C_{10})$aryl, $(C_1\text{-}C_9)$heteroaryl$(CH_2)_n$-, $(C_1\text{-}C_9)$heterocyclic substituents may optionally be substituted on a ring carbon or nitrogen by one to three members per ring independently selected from halo, $(C_1\text{-}C_6)$alkyl, and $(C_1\text{-}C_6)$alkoxy.

52. (Currently Amended) A compound according to claim 1 ~~claims 1-45~~, wherein $R^5$ is $(C_1\text{-}C_9)$heteroaryl-$(C_1\text{-}C_6)$alkyl-O- optionally substituted with one to two substituents independently selected from the group consisting of $(C_1\text{-}C_6)$alkyl, $(C_6\text{-}C_{10})$aryl, $(C_1\text{-}C_9)$heteroaryl$(CH_2)_n$-, halo, HO-, HO-(C=O)-, $R^{20}$-O-(C=O)-, $R^{21}$-(C=O)-, $R^{22}$-$CO_2$-, N≡C-, $R^{23}R^{24}$N-, $R^{23}R^{24}$N-$(C_1\text{-}C_6)$alkyl-, $R^{23}R^{24}$N-(C=O)-, $R^{21}$(C=O)-NH-, $R^{21}$(C=O)-[N-$(C_1\text{-}C_6)$alkyl]-; $R^{21}$(C=O)-NH-$(C_1\text{-}C_6)$alkyl-; and $R^{21}$(C=O)-[N-$(C_1\text{-}C_6)$alkyl]-$(C_1\text{-}C_6)$alkyl-; wherein said $(C_3\text{-}C_{10})$cycloalkyl, $(C_6\text{-}C_{10})$aryl, $(C_1\text{-}C_9)$heteroaryl$(CH_2)_n$-, $(C_1\text{-}C_9)$heterocyclic substituents may optionally be substituted on a ring carbon or nitrogen by one to two members per ring independently selected from halo, $(C_1\text{-}C_6)$alkyl, and $(C_1\text{-}C_6)$alkoxy;

wherein n is an integer from zero to two;
wherein each of $R^{23}$ and $R^{24}$ is independently selected from hydrogen, $(C_1\text{-}C_6)$alkyl, $(C_6\text{-}C_{10})$aryl, $(C_1\text{-}C_9)$heteroaryl, $(C_1\text{-}C_9)$heterocyclic, $(C_1\text{-}C_9)$heteroaryl$(C_1\text{-}C_6)$alkyl, $(C_6\text{-}C_{10})$aryl$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_9)$heterocyclic$(C_1\text{-}C_6)$alkyl, HO-$(C_1\text{-}C_6)$alkyl, amino-$(C_1\text{-}C_6)$alkyl-, $(C_1\text{-}C_6)$alkylamino-$(C_1\text{-}C_6)$alkyl-, and $[(C_1\text{-}C_6)\text{alkyl}]_2$amino-$(C_1\text{-}C_6)$alkyl-; wherein said each of said $(C_6\text{-}C_{10})$aryl, $(C_1\text{-}C_9)$heteroaryl, and $(C_1\text{-}C_9)$heterocyclic moieties of said $(C_6\text{-}C_{10})$aryl-, $(C_1\text{-}C_9)$heteroaryl-, $(C_1\text{-}C_9)$heterocyclic-, $(C_6\text{-}C_{10})$aryl-$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_9)$heteroaryl-$(C_1\text{-}C_6)$alkyl and $(C_1\text{-}C_9)$heterocyclic-$(C_1\text{-}C_6)$alkyl, may optionally be substituted with one to two substituents independently selected from the group consisting of halo, $(C_1\text{-}C_6)$alkyl or $(C_1\text{-}C_6)$alkoxy, or $R^{23}$ and $R^{24}$ are taken together to form an azetidinyl, pyrrolidinyl, piperidinyl, piperazinyl, $(C_1\text{-}C_6)$alkyl-piperazinyl or morpholinyl ring.

53. (Withdrawn-Currently Amended) A compound according to claim 1 ~~claims 1-45~~, wherein $R^5$ is optionally substituted $(C_1\text{-}C_6)$alkyl-O-.

54. (Withdrawn-Currently Amended) A compound according to claim 1 ~~claims 1-45~~, wherein $R^5$ is $(C_1\text{-}C_6)$alkyl-O- optionally substituted with one to three substituents independently selected from the group consisting of $(C_3\text{-}C_{10})$cycloalkyl, $(C_6\text{-}C_{10})$aryl, $(C_1\text{-}C_9)$heteroaryl and $(C_1\text{-}C_9)$heterocyclic; wherein said $(C_3\text{-}C_{10})$cycloalkyl, $(C_6\text{-}C_{10})$aryl, $(C_1\text{-}C_9)$heteroaryl$(CH_2)_n$-, $(C_1\text{-}C_9)$heterocyclic substituents may optionally be substituted on a ring carbon or nitrogen by one to three members per ring independently selected from halo, $(C_1\text{-}C_6)$alkyl, and $(C_1\text{-}C_6)$alkoxy.

55. (Withdrawn-Currently Amended) A compound according to claim 1 ~~claims 1-45~~, wherein $R^5$ is $(C_1\text{-}C_6)$alkyl-O- substituted with one substituent selected from the group consisting of halo, HO-, HO-(C=O)-, $R^{20}$-O-(C=O)-, $R^{21}$-(C=O)-, $R^{22}$-$CO_2$-, N≡C-, $R^{23}R^{24}$N-, $R^{23}R^{24}$N-(C=O)-, $R^{21}$(C=O)-NH-, and $R^{21}$(C=O)-[N-$(C_1\text{-}C_6)$alkyl]-; wherein $R^{23}$ and $R^{24}$ is independently selected from hydrogen, $(C_1\text{-}C_6)$alkyl, $(C_6\text{-}C_{10})$aryl, $(C_1\text{-}C_9)$heteroaryl, $(C_1\text{-}C_9)$heterocyclic, $(C_1\text{-}C_9)$heteroaryl$(C_1\text{-}C_6)$alkyl, $(C_6\text{-}C_{10})$aryl$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_9)$heterocyclic$(C_1\text{-}C_6)$alkyl, HO-$(C_1\text{-}C_6)$alkyl,

N≡C-($C_1$-$C_6$)alkyl, amino-($C_1$-$C_6$)alkyl-, ($C_1$-$C_6$)alkylamino-($C_1$-$C_6$)alkyl-, and [($C_1$-$C_6$)alkyl]$_2$amino-($C_1$-$C_6$)alkyl-; wherein said each of said ($C_6$-$C_{10}$)aryl, ($C_1$-$C_9$)heteroaryl, and ($C_1$-$C_9$)heterocyclic moieties of said ($C_6$-$C_{10}$)aryl-, ($C_1$-$C_9$)heteroaryl-, ($C_1$-$C_9$)heterocyclic-, ($C_6$-$C_{10}$)aryl-($C_1$-$C_6$)alkyl, ($C_1$-$C_9$)heteroaryl-($C_1$-$C_6$)alkyl and ($C_1$-$C_9$)heterocyclic-($C_1$-$C_6$)alkyl, may optionally be substituted with one to two substituents independently selected from the group consisting of halo, ($C_1$-$C_6$)alkyl or ($C_1$-$C_6$)alkoxy, or $R^{23}$ and $R^{24}$ are taken together to form an azetidinyl, pyrrolidinyl, piperidinyl or morpholinyl ring.

56. (Withdrawn-Currently Amended) A compound according to claims 1, 4, 5, 6, and 7 ~~claims 1-45~~, wherein $R^5$ is -C≡N, $R^{16}R^{17}$N-(C=O)-, $R^{16}R^{17}$-N-$SO_2$-, $R^{18}$-$SO_2$-, $R^{18}$-$SO_2$-($NR^{19}$)-, $R^{18}$-$SO_3$-, $R^{16}$-(C=O)-($R^{25}$-N)-, $R^{16}R^{17}$N-(C=O)-($R^{25}$-N)-, $R^{19}$-O-(C=O)-($R^{25}$-N)-, $R^{18}$-(C=O)-O-, $R^{18}$-(C=O)-, $R^{16}R^{17}$N-(C=O)-O- or $R^{19}$-O-(C=O)-.

57. (Withdrawn-Currently Amended) A compound according to claims 1, 4, 5, 6, and 7 ~~claims 1-45~~, wherein $R^5$ is $R^{16}R^{17}$N-(C=O)-.

58. (Currently Amended) A compound according to claim 1 ~~claims 1-57~~, wherein X and Y are each hydrogen.

59. (Currently Amended) A compound according to claim 1 ~~claims 1-57~~, wherein one of X and Y is fluoro, chloro, or bromo.

60. (Currently Amended) A compound according to claim 1 ~~claims 1-57~~, wherein each of X and Y are independently selected from hydrogen, fluoro, chloro, or bromo.

61. (Currently Amended) A compound according to claim 1 ~~claims 1-57~~, wherein one of X and Y is ($C_1$-$C_6$)alkyl.

62. (Original) A compound according to claim 1, wherein said compound is

(2*R*, 3*S*, 4a*R*, 10a*R*)-4a-Ethyl-2-prop-1-ynyl-1,2,3,4,4a,9,10,10a-octahydrophenanthrene-2,3,7-triol;

(2*R*, 3*S*, 4a*R*, 10a*R*)-4a-Ethyl-7-(2-methylpyridin-3-ylmethoxy)-2-prop-1-ynyl-1,2,3,4,4a,9,10,10a-octahydrophenanthrene-2,3-diol;

(2*R*, 3*R*, 4a*R*, 10a*R*)-7-[5-(2-Dimethylaminoethyl)-[1,2,4]oxadiazol-3-ylmethoxy]-4a-ethyl-3-methyl-2-phenyl-1,2,3,4,4a,9,10,10a-octahydrophenanthrene-2,3-diol

(2*R*, 3*R*, 4a*R*, 10a*R*)-4a-Ethyl-3-methyl-2-pyridin-2-yl-1,2,3,4,4a,9,10,10a-octahydrophenanthrene-2,3,7-triol;

(2*R*, 3*R*, 4a*R*, 10a*R*)-4a-Ethyl-3-methyl-7-(2-methylpyridin-3-ylmethoxy)-2-pyridin-2-yl-1,2,3,4,4a,9,10,10a-octahydrophenanthrene-2,3-diol;

(2*R*, 3*S*, 4a*R*, 10a*R*)-4a-Ethyl-3-methyl-2-thiazol-2-yl-1,2,3,4,4a,9,10,10a-octahydrophenanthrene-2,3,7-triol;

(2*R*, 3*S*, 4a*R*, 10a*R*)-4a-Ethyl-3-methyl-2-(4-methylthiazol-2-yl)-1,2,3,4,4a,9,10,10a-octahydrophenanthrene-2,3,7-triol;

*(2R, 3R, 4aR, 10aS)*-4a-Ethyl-2,3,7-trihydroxy-3-methyl-2-phenyl-2,3,4,4a,10,10a-hexahydro-1H-phenanthren-9-one;

*(2R, 3R, 4aR, 10aS)*-4a-Ethyl-3,9-dimethyl-2-phenyl-1,2,3,4,4a,10a-hexahydro-phenanthrene-2,3,7-triol;

*(2R, 3R, 4aR, 10aR)*-3,4a-Diethyl-2-phenyl-1,2,3,4,4a,9,10,10a-octahydro-phenanthrene-2,3,7-triol;

*(2R, 3R, 4aR, 10aR)*-4a-Ethyl-7-(2-hydroxy-ethoxy)-3-methyl-2-phenyl-1,2,3,4,4a,9,10,10a-octahydro-phenanthrene-2,3-diol;

*(2R, 3R, 4aR, 10aR)*-4a-Ethyl-7-(3-hydroxy-propoxy)-3-methyl-2-phenyl-1,2,3,4,4a,9,10,10a-octahydro-phenanthrene-2,3-diol;

*(2R, 3R, 4aR, 10aR)*-4a-Ethyl-7-(4-hydroxy-butoxy)-3-methyl-2-phenyl-1,2,3,4,4a,9,10,10a-octahydro-phenanthrene-2,3-diol;

*(4bR, 7R, 6R, 8aR)*-4-(4b-Ethyl-6,7-dihydroxy-6-methyl-7-phenyl-4b,5,6,7,8,8a,9,10-octahydro-phenanthren-2-yloxy)-butyronitrile;

*(4bR, 7R, 6R, 8aR)*-5-(4b-Ethyl-6,7-dihydroxy-6-methyl-7-phenyl-4b,5,6,7,8,8a,9,10-octahydro-phenanthren-2-yloxy)-pentanenitrile;

*(4bR, 7R, 6R, 8aR)*-2-(4b-Ethyl-6,7-dihydroxy-6-methyl-7-phenyl-4b,5,6,7,8,8a,9,10-octahydro-phenanthren-2-yloxy)-acetamide;
*(2R, 3R, 4aR, 10aR)*-4a-Ethyl-7-(4-hydroxy-4-methyl-pentyloxy)-3-methyl-2-phenyl-1,2,3,4,4a,9,10,10a-octahydro-phenanthrene-2,3-diol;
*(2R, 3R, 4aR, 10aR)*-4a-Ethyl-7-(5-hydroxy-5-methyl-hexyloxy)-3-methyl-2-phenyl-1,2,3,4,4a,9,10,10a-octahydro-phenanthrene-2,3-diol;
*(2R, 3R, 4aR, 10aR)*-4a-Ethyl-3-methyl-2-prop-1-ynyl-1,2,3,4,4a,9,10,10a-octahydro-phenanthrene-2,3,7-triol;
*(2R, 3R, 4aR, 10aR)*-4a-Ethyl-3-methyl-2-p-tolyl-1,2,3,4,4a,9,10,10a-octahydro-phenanthrene-2,3,7-triol; and
*(2R, 3R, 4aR, 10aR)*-4a-Ethyl-3-methyl-2-propenyl-1,2,3,4,4a,9,10,10a-octahydro-phenanthrene-2,3,7-triol.

63. (Withdrawn) A method of treating a disorder selected from the group consisting of inflammatory disorders, endocrine disorders; collagen diseases; dermatologic diseases; allergic states; ophthalmic diseases; respiratory diseases; hematologic disorders; neoplastic diseases; edematous states; and gastrointestinal diseases in a mammal comprising administering to said mammal a therapeutically effective amount of a compound according to claim 1.

64. (Original) A pharmaceutical composition for treating a disorder selected from the group consisting of inflammatory disorders, endocrine disorders; collagen diseases; dermatologic diseases; allergic states; ophthalmic diseases; respiratory diseases; hematologic disorders; neoplastic diseases; edematous states; and gastrointestinal diseases in a mammal comprising a therapeutically effective amount of a compound according to claim 1 or a salt or prodrug thereof, and a pharmaceutically acceptable carrier.

65. (Withdrawn) A method of treating inflammation in a mammal comprising administering to said mammal a therapeutically effective amount of a compound of

claim 1, an isomer thereof, a prodrug of said compound or isomer, or a pharmaceutically acceptable salt of said compound, isomer or prodrug.

66. (Original) A pharmaceutical composition for the treatment of inflammation comprising an amount of a compound of claim 1 effective for treating inflammation, an isomer thereof, a prodrug of said compound or isomer, or a pharmaceutically acceptable salt of said compound, isomer or prodrug; and a pharmaceutically acceptable carrier, vehicle or diluent.

67. (New) A compound according to claims 1, 4, 5, 6, and 7, wherein

$R^4$ is HO-; and

$R^5$ is -C≡N, $R^{16}R^{17}N$-(C=O)-, $R^{16}R^{17}$-N-$SO_2$-, $R^{18}$-$SO_2$-, $R^{18}$-$SO_2$-($NR^{19}$)-, $R^{18}$-$SO_3$-, $R^{16}$-(C=O)-($R^{25}$-N)-, $R^{16}R^{17}N$-(C=O)-($R^{25}$-N)-, $R^{19}$-O-(C=O)-($R^{25}$-N)-, $R^{18}$-(C=O)-O-, $R^{18}$-(C=O)-, $R^{16}R^{17}N$-(C=O)-O- or $R^{19}$-O-(C=O)-.